

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

JUDITH RÉ,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No. 04-11385-RGS
JODI R.R. SMITH, AND)	
BARNES & NOBLE, INC.,)	
Defendants.)	
)	

AFFIDAVIT OF DANIEL P. WAXMAN

I, Daniel P. Waxman, hereby depose and state:

1. I am a member of the law firm Bryan Cave LLP, 1290 Avenue of the Americas, New York, New York 10104. I make this affidavit based on my personal knowledge.

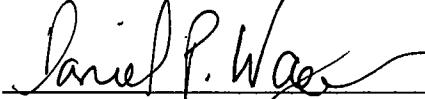
2. I am a member in good standing of the bar of the State of New York, as well as the bars of the U.S. District Court for the Southern District of New York, and the U.S. District Court for the Eastern District of New York.

3. I am a member in good standing of the Bars in every jurisdiction where I have been admitted to practice. There are no disciplinary proceedings pending against me as a member of the Bar in any jurisdiction.

4. I am familiar with the Local Rules of the United States District Court for the District of Massachusetts.

5. The defendants have requested that I represent them in this litigation.

Signed under the pains and penalty of perjury this 8th day of June, 2005.



DANIEL P. WAXMAN